



04037278

FORM D

U.S. SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL  
OMB Number: 3235-0076  
Expires: May 31, 2005

NOTICE OF SALE OF SECURITIES  
PURSUANT TO REGULATION D,  
SECTION 4(6), AND/OR  
UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY  
Prefix Serial  
DATE RECEIVED

Name of Offering ([ ] check if this is an amendment and name has changed, and indicate change.)  
**Scuderia Niosi , LLC**

Filing Under (Check box(es) that apply): [ ] Rule 504 [ ] Rule 505 [X] Rule 506 [ ] Section 4(6) [ ] ULOE

Type of Filing: [ ] New Filing [X] Amendment

**A. BASIC IDENTIFICATION DATA**

1. Enter the information requested about the issuer

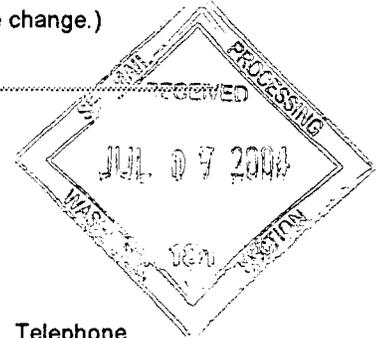
Name of Issuer ([ ] check if this is an amendment and name has changed, and indicate change.)  
**Scuderia Niosi , LLC**

Address of Executive Offices (Number and Street, City, State, Zip Code)  
**c/o The Law Offices of Ruthann G. Niosi, Esq. PC  
400 Park Avenue, Suite 820  
New York, NY 10022**

Telephone Number (Including Area Code) **(212) 980-4052**

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone  
Number (Including Area Code)  
(if different from Executive Offices)

**PROCESSED**  
JUL 09 2004  
THOMSON  
FINANCIAL



Brief Description of Business: **Sponsorship of Race Car Drivers**

Type of Business Organization

[ ] corporation [ ] limited partnership, already formed [X] other (please specify):  
[ ] business trust [ ] limited partnership, to be formed **Limited Liability Company**

Actual or Estimated Date of Incorporation or Organization: [ 0 ] 6 [ 0 ] 4 [X] Actual [ ] estimated  
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:  
CN for Canada; FN for other foreign jurisdiction) [ D ] [ E ]

**A. BASIC IDENTIFICATION DATA**

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply:     Promoter    Beneficial Owner     Executive Officer\*     Director    General and/or Managing Partner

Full Name (Last name first, if individual)  
**Niosi, Ruthann G.            \* managing member**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**c/o The Law Offices of Ruthann Niosi, Esq., PC 400 Park Avenue, Suite 820, New York, NY 10022**

Check Box(es) that Apply:     Promoter    Beneficial Owner     Executive Officer\*     Director    General and/or Managing Partner

Full Name (Last name first, if individual)  
**Rafaella, LLC            managing member**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**c/o The Law Offices of Ruthann Niosi, Esq., PC 400 Park Avenue, Suite 820, New York, NY 10022**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)  
**Galasso, Ralph**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**c/o The Law Offices of Ruthann Niosi, Esq., PC 400 Park Avenue, Suite 820, New York, NY 10022**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)  
**Peters, Patrick**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**c/o The Law Offices of Ruthann Niosi, Esq., PC 400 Park Avenue, Suite 820, New York, NY 10022**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)  
**Reibling, Lorenz**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**c/o The Law Offices of Ruthann Niosi, Esq., PC 400 Park Avenue, Suite 820, New York, NY 10022**

**B. INFORMATION ABOUT OFFERING**

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?..... Yes No  
[ ] [X]

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual?..... \$10,000\*  
\*Unless waived by the Company.

3. Does the offering permit joint ownership of a single unit?..... Yes No  
[X] [ ]

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

.....  
Full Name (Last name first, if individual)

**No broker/dealers at this time, but broker/dealers may participate in the future.**

.....  
Business or Residence Address (Number and Street, City, State, Zip Code)

.....  
Name of Associated Broker or Dealer

.....  
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States).

[ ] All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

.....  
Full Name (Last name first, if individual)

.....  
Business or Residence Address (Number and Street, City, State, Zip Code)

.....  
Name of Associated Broker or Dealer

.....  
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) .....

[ ] All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

.....  
Full Name (Last name first, if individual)

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

.....  
1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

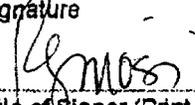
5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees, Marketing .....	[ ] \$ _____	[ ] \$ _____
Purchase of real estate .....	[ ] \$ _____	[ ] \$ _____
Purchase, rental or leasing and installation of machinery and equipment .....	[ ] \$ _____	[ ] \$ _____
Construction or leasing of plant buildings and facilities.....	[ ] \$ _____	[ ] \$ _____
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) .....	[ ] \$ _____	[ ] \$ _____
Repayment of indebtedness .....	[ ] \$ _____	[ ] \$ _____
Working capital .....	[X] \$ <u>9,950,000</u>	[ ] \$ _____
Other (specify): _____	[ ] \$ _____	[ ] \$ _____
<hr/>		
Column Totals .....	[X] \$ <u>9,950,000</u>	[ ] \$ _____
Total Payments Listed (column totals added) .....	[X] \$ <u>9,950,000</u>	

(1) a presently undetermined amount will be paid to officers, directors and founder as compensation.

**D. FEDERAL SIGNATURE**

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the Issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)	Signature	Date
SCUDERIA NIOSI, LLC		7-1-04
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Ruthann G. Niosi	Managing Member	

**ATTENTION**  
Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

**E. STATE SIGNATURE**

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?

Yes No

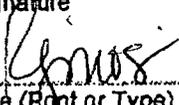
See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.

3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.

4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The Issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date
SCUDERIA NIOSI, LLC		7-1-04
Name of Signer (Print or Type)	Title (Print or Type)	
Ruthann G. Niosi	Managing Member	

**Instruction:**

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)			Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA									
CO									
CT									
DE									
DC									
FL									
GA									
HI									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA									
MI									
MN									
MS									
MO									
MT									

NE									
NV									
NH									
NJ									
NM									
NY									
NC									
ND									
OH									
OK									
OR									
PA									
RI									
SC									
SD									
TN									
TX									
UT									
VT									
VA									
WA									
WV									
WI									
WY									
PR									

<http://www.sec.gov/divisions/corpfm/forms/formd.htm>  
Last update: 06/06/2002